

RECORDATION NO. 20023 - HH
FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

DEC 31 '97

10-20AM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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December 30, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Release of Lien, dated as of December 30, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 20023.

The names and addresses of the parties to the enclosed document are:

Secured Party: The Fidelity and Deposit Companies
PO Box 17171
300 St. Paul Place
Baltimore, Maryland 21297

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) railcars bearing AMTK reporting marks and road numbers
23001 through 23050, inclusive

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

DEC 31 '97

10-20AM

RELEASE OF LIEN

THIS RELEASE OF LIEN dated as of December __, 1997 (this "Agreement"), by Fidelity and Deposit Company of Maryland, a corporation duly organized under the laws of the State of Maryland ("F&D").

WHEREAS, pursuant to a Pledge and Security Agreement, dated as of April 1, 1996 (the "Pledge and Security Agreement"), American Passenger Rail Car Company, L.L.C., a Delaware limited liability company ("Amerail"), granted a security interest in the Viewliner Collateral (as described in Appendix A hereto) in favor of F&D, individually and as agent for the Lenders (as defined therein);

WHEREAS, the Pledge and Security Agreement was filed with the United States Transportation Board on April 19, 1996, and assigned recordation number 20023;

NOW, THEREFORE, F&D, individually and as agent for the Lenders, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, declares and agrees as follows:

1. F&D hereby terminates, releases and discharges its right, security interest, lien and other interests in the Viewliner Collateral, as granted in the Pledge and Security Agreement.
2. This Agreement constitutes a legal and valid obligation, enforceable against F&D in accordance with its terms.
3. F&D represents and warrants that it has full authority to terminate and release all of its right, title and interest in and to the Viewliner Collateral.

IN WITNESS WHEREOF, this Agreement is executed effective as of the day and year first above written.

FIDELITY AND DEPOSIT COMPANY OF
MARYLAND, individually and as agent
for the Lenders

By: Name: Robert L. LawrenceTitle: Senior Vice President

APPENDIX AVIEWLINER COLLATERAL

All of Amerail's right, title and interest in and to the following, if any, whether now owned or hereafter acquired:

<u>Description</u>	<u>Amtrak Equipment Numbers</u>	<u>Amerail Equipment Numbers</u>
FIFTY (50) AMERAIL VIEWLINER PASSENGER CARS	AMTK 62000 through AMTK 62049, inclusive	23001 through 23050, inclusive

State of Maryland)
City of Baltimore) ss

On this 30th day of December, 1997, before me personally appeared Robert L. Lawrence, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of FIDELITY AND DEPOSIT COMPANY OF MARYLAND, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Carolyn J. Vienna
Notary Public
Carolyn J. Vienna

My Commission Expires: 7/8/2000

My commission does not expire _____